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of Unsecured Creditors of Motors Liquidation Co.*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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|--|---|--------------------------|
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| | : | Case No.: 09-50026 (REG) |
| MOTORS LIQUIDATION COMPANY., <i>et al.</i> , | : | |
| f/k/a General Motors Corp., <i>et al.</i> , | : | (Jointly Administered) |
| | : | |
| Debtors. | : | |
| ----- | X | |
| OFFICIAL COMMITTEE OF UNSECURED | : | |
| CREDITORS OF MOTORS LIQUIDATION | : | |
| COMPANY, <i>et al.</i> , | : | |
| Plaintiff, | : | |
| v. | : | Adversary Proceeding |
| | : | |
| UNITED STATES DEPARTMENT OF THE | : | Case No. 11-09406 (REG) |
| TREASURY, EXPORT DEVELOPMENT | : | |
| CANADA, | : | |
| Defendants. | : | |
| ----- | X | |

PLAINTIFF'S RULE 7056-1 STATEMENT OF MATERIAL FACTS

Pursuant to Rule 7056-1 of the Local Bankruptcy Rules, Plaintiff The Official Committee of Unsecured Creditors (the “**Committee**” or “**Plaintiff**”) of Motors Liquidation Company f/k/a General Motors Corporation (“**Old GM**”), hereby annexes to its motion for summary judgment in the above-captioned action, this short and concise statement of the material facts as to which the Committee contends there is no genuine issue to be tried.

1. On or about June 25, 2009, the Court entered the Final Order Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 363, 364 and 507 and Bankruptcy Rules 2002, 4001 and 6004 (A) Approving a DIP Credit Facility and Authorizing the Debtors to Obtain Post-Petition Financing Pursuant Thereto, (B) Granting Related Liens and Super-Priority Status, (C) Authorizing the Use of Cash Collateral and (D) Granting Adequate Protection to Certain Pre-Petition Secured Parties (the “**DIP Order**”) [Main Case, Docket No. 2529], which is attached as Ex. A to the Declaration of Thomas Moers Mayer, dated July 22, 2011 (“**Mayer Decl.**”).
2. On or about June 29, 2009, the Debtors filed their Motion Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 363, 364 and 507 and Bankruptcy Rules 2002, 4001 and 6004 to Amend DIP Credit Agreement (the “**Motion to Approve Wind-Down Order**”) [Main Case, Docket No. 2755], which is attached as Ex. B to the Mayer Decl.
3. On or about July 5, 2009, the Court entered the Order Pursuant to Bankruptcy Code Sections 105(a), 361, 362, 363, 364 and 507 and Bankruptcy Rules 2002, 4001 and 6004 (A) Approving Amendment to DIP Credit Facility (defined herein as the “DIP Credit Agreement”) to Provide for Debtors’ Post-Petition Wind-Down Financing (the “**Wind-Down Order**”) [Main Case, Docket No. 2969], which is attached as Ex. D to the Mayer Decl.
4. On or about July 10, 2009, Motors Liquidation Company (f/k/a General Motors Corporation), as borrower, the Guarantors (as defined therein), and the United States Department of the Treasury and Export Development Canada, as lenders, entered into that certain Amended and Restated Superpriority Debtor-in-Possession Credit Agreement (the “**DIP Credit Agreement**”), which is attached as Ex. C to the Mayer Decl.

Dated: New York, New York
July 22, 2011

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: _____
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